



October 14, 2017

✓ **BSE Limited**

Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400 001

✓ **National Stock Exchange of India Ltd.**

Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E),
✓ Mumbai - 400 051

Subject: Copy of Postal Ballot Minutes pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Scrip Code: 502820 / DCM

Dear Sir,

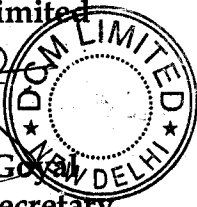
This is to inform you that Company has sought approval of its shareholders through postal ballot (including e-voting) in respect of resolutions as stated in the Postal ballot Notice dated August 9, 2017. The results of same were declared on September 27, 2017 and were also intimated to you on September 27, 2017 as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, minutes of said Postal ballot Notice dated August 9, 2017 are enclosed herewith in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for your information and records.

Please acknowledge receipt of the letter.

Thanking you,
For DCM Limited


Yadvinder Goyal
Company Secretary



Encl: as above

Registered Office :

Vikrant Tower, 4, Rajendra Place, New Delhi-110008

Phone : (011) 25719967 Fax : (011) 25765214

CIN: L74899DL1889PLC000004 Website: www.dcm.in E-mail: dcmltd@dcm.in

e-mail id: investors@dcm.in

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT OF THE POSTAL BALLOT INCLUDING E-VOTING OF DCM LIMITED HELD ON WEDNESDAY, 27TH SEPTEMBER, 2017 AT 3:40 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VIKRANT TOWER, 4, RAJENDRA PLACE, NEW DELHI-110008

PRESENT

- | | |
|-------------------------|----------------------------------|
| 1. Dr. Vinay Bharat Ram | Chairman and Managing Director |
| 2. Mr. Ashwani Singhal | Executive Vice President (F & A) |
| 3. Mr. Yadvinder Goyal | Company Secretary |

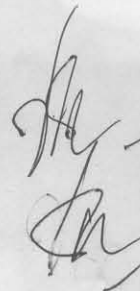
The Chairman informed that, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and circulars and notifications issued thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Postal Ballot Notice along with Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope was sent to all the members of the Company, dispatch of which was completed on August 26, 2017, for seeking their approval on the Resolution as set out therein through Postal Ballot and E-voting process.

The said Postal Ballot Notice was approved by the Board of Directors in their meeting held on August 9, 2017. In the same meeting, the Board of Directors had also appointed Mr. Kapoor Chand Garg, Company Secretary in Whole-Time Practice, Proprietor of M/s KCG & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Further, pursuant to the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided the facility to the Members to exercise their votes electronically on said Resolutions through the e-voting facility arranged by National Securities Depository Limited (NSDL).

The members of the Company holding shares as on the "cut off" date of July 28, 2017, were entitled to vote on the said Resolutions. The voting period for e-voting and Postal Ballot was commenced on Sunday, August 27, 2017 (9.00 a.m. IST) and ended on Monday, September 25, 2017 (5.00 p.m. IST) and the NSDL e-voting platform was blocked thereafter. The last date for the receipt of Postal Ballot Forms by the Scrutinizer was Monday, September 25, 2017 (5.00 p.m. IST).

The scrutinizer has carried out the scrutiny of Postal Ballot Forms Received together with the results of the e-voting and submitted his Report on Postal Ballots and e-Voting on September 26, 2017, to the Chairman.



CHAIRMAN'S
INITIALS

The Chairman thereafter announced the following result of the Postal Ballot, as per the Scrutinizer's Report:

Special Resolution No. 1 : authorising the Board of Directors of the Company or any committee constituted by Board (hereinafter referred to as 'the Board') to mortgage/pledge/hypothecate and/or create charge etc. on whole or part of land of the Company including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/to be raised by Purearth Infrastructure Ltd. (PIL) and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 1000 Crores (Rupees one thousand Crores).

Mode of Voting by members of the Company	Valid votes in favour (Shares)	Valid votes against (Shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (Shares)
Postal Ballot	4,14,610	16	4,14,626	99.9961	0.0039	7
e-Voting	17,10,044	10,416	17,20,460	99.3946	0.6054	
Total	21,24,654	10,432	21,35,086	99.5114	0.4886	7

Based on the above, the Special Resolution No. 1 has been passed with the requisite majority

The Chairman declared that pursuant to the above voting result, the following Resolution as set out in the Postal Ballot Notice dated August 9, 2017 was approved and passed by the members of the Company with requisite majority and last date specified by the Company for receipt of duly completed postal ballot forms and e-voting i.e. September 25, 2017 shall be date of passing of the said Resolution:

Item No. 1 : Special Resolution authorising the Board of Directors of the Company or any committee constituted by Board (hereinafter referred to as 'the Board') to mortgage/pledge/hypothecate and/or create charge etc. on whole or part of land of the Company including the land converted /to be converted into freehold from leasehold at Bara Hindu Rao/ Kishan Ganj, Delhi ('Project Land') to secure any loan raised/to be raised by Purearth Infrastructure Ltd. (PIL) and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL, not exceeding Rs. 1000 Crores (Rupees one thousand Crores).

"RESOLVED THAT in supercession of all /any of the earlier resolution(s) passed in this regard, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) & 186 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Section 188 of the Companies Act, 2013 as applicable and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), to the Board of Directors of the Company or any committee



CHAIRMAN'S
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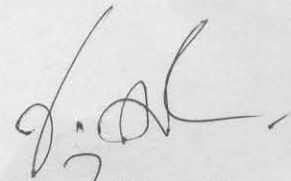
constituted by Board (hereinafter referred to as 'the Board') to mortgage/pledge/ hypothecate and/ or create charge etc. on whole or part of its land including the land converted /to be converted into freehold from leasehold situated at Bara Hindu Rao/ Kishan Ganj at Delhi ('Project Land') in one or more tranches and/or conferring power to enter upon and take possession of the assets of the company in certain events to or in favour of any of the financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) to secure term loan whether in India or abroad and other loans/debentures raised/to be raised by Purearth Infrastructure Ltd (PIL) {formerly known as DCM Estates & Infrastructure Limited (DEIL)} a joint venture company promoted by the Company, in connection with development of the Real Estate Project at Project Land, and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL from such financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) together with interest at the respective agreed rates, compound/additional interest, commitment charge, premia on prepayment or on redemption, costs, charges, expenses and all other moneys payable by PIL and/or other company /firm and/or body corporate engaged /to be engaged in joint development of Real Estate Project at Project Land along with PIL to the financial institution(s), bank(s), body(ies) corporate, lending institution(s) or person(s) in terms of their respective loan agreements/heads of agreement/ letters of sanction / memorandum of terms and conditions, entered into/ to be entered into by PIL and/or other company /firm and/or body(ies) corporate engaged / to be engaged in joint development of Real Estate Project at Project Land along with PIL in respect of the said term loans/ debentures at any time not exceeding Rs. 1000 Crores (Rupees One Thousand Crores).

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalize with the financial institution(s), Bank(s), body (ies) corporate, lending institution(s) or person(s), the documents for creating aforesaid mortgage and/ or charge etc. and to do all such acts, deeds, matters and things and to take all such steps as may be necessary, desirable or expedient, for giving effect to this resolution."

The proceedings relating to declaration of the Result of the Postal Ballot, was called off thereafter.

Date: 13/10/2017

Place: New Delhi



Dr. Vinay Bharat Ram
Chairman

CHAIRMAN'S
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